

CONVENED: \_\_\_\_\_

2017-48

ADJOURNED: \_\_\_\_\_

## LAKE COUNTY COMMISSIONERS' MEETING

December 5, 2017

2:00 P.M.

JERRY C. CIRINO, PRESIDENT  
JOHN R. HAMERCHECK, COMMISSIONER  
DANIEL P. TROY, COMMISSIONER

JASON BOYD, ADMINISTRATOR  
JENNIFER BELL, CLERK  
LEGAL COUNSEL

• ROLL CALL

• MINUTES OF MEETING: NOVEMBER 15, 2017

• PUBLIC COMMENT: \_\_\_\_\_

**The Resolutions are in draft  
form until the meeting, therefore  
are subject to change without notice**

### RESOLUTIONS:

UTILITIES DEPARTMENT - Randy Rothlisberger

1. RESOLUTION APPROVING FINAL CHANGE ORDER NO. 2 WITH UNITED SURVEY, INC. FOR FOREST ROAD SANITARY SEWER IMPROVEMENT PROJECT NO 375-S DECREASING THE TOTAL CONTRACT AMOUNT BY \$78,021.20 (20171205\U01)(UT-4)
2. RESOLUTION APPROVING FINAL CHANGE ORDER NO. 1 WITH MONTE CONSTRUCTION COMPANY, INC. FOR BACON ROAD TO LANE ROAD WATERMAIN IMPROVEMENT PROJECT NO 371-W INCREASING THE TOTAL CONTRACT AMOUNT BY \$63,432.00(20171205\U02)(UT-4)
3. RESOLUTION INCREASING APPROPRIATIONS AND TRANSFERRING CASH WITHIN LAKE COUNTY DEPARTMENT OF UTILITIES WATER OPERATING FUND AND PROJECT FUND(20171205\U03)(UT-2)
4. RESOLUTION TRANSFERRING APPROPRIATIONS WITHIN LAKE COUNTY DEPARTMENT OF UTILITIES SOLID WASTE OPERATING FUND(20171205\U04)(UT-2)

JOB AND FAMILY SERVICES DEPARTMENT – Matt Battiato

5. RESOLUTION APPROVING LAKE COUNTY DEPARTMENT OF JOB AND FAMILY SERVICES VOUCHERS DATE OF WARRANT DECEMBER 8, 2017, IN THE AMOUNT OF \$178,665.09 (20171205\JFS01)(JFS-14)

COMMISSIONERS' OFFICE

6. RESOLUTION AUTHORIZING EXECUTION OF A HOME PROGRAM AGREEMENT BETWEEN THE LAKE COUNTY BOARD OF COMMISSIONERS AND NORTH COAST COMMUNITY HOMES, INC. (20171205\C01)(C-46)
7. RESOLUTION ESTABLISHING HOLIDAYS FOR WHICH THE COUNTY OFFICES CLOSE DURING THE YEAR 2018 (20171205\C02)(C-107)
8. RESOLUTION SUPPLEMENTING A RESOLUTION ADOPTED MAY 10, 2012 BY APPROVING AND AUTHORIZING THE ISSUANCE AND AUTHENTICATION OF REPLACEMENT HOSPITAL FACILITIES REFUNDING REVENUE BONDS, SERIES 2012B (LAKE HOSPITAL SYSTEM, INC.) AND THE AMENDMENT AND RESTATEMENT OF THE SUPPLEMENTAL INDENTURE PURSUANT TO WHICH SUCH BONDS WERE ISSUED; AND APPROVING RELATED MATTERS (20171205\C03)(C-181)

9. RESOLUTION AUTHORIZING THE ISSUANCE AND SALE OF NOT TO EXCEED \$85,000,000 HOSPITAL FACILITIES REFUNDING REVENUE BONDS, SERIES 2017 (LAKE HOSPITAL SYSTEM, INC.) IN ONE OR MORE SERIES; AUTHORIZING THE EXECUTION AND DELIVERY OF AGREEMENTS TO PROVIDE FOR THE SALE OF THESE BONDS AND THE PAYMENT OF BOND SERVICE CHARGES; AND AUTHORIZING AND APPROVING OTHER DOCUMENTS AND RELATED MATTERS (20171205\C04)(C-181)
10. RESOLUTION TO JOIN WITH THE LAKE COUNTY PROSECUTING ATTORNEY TO APPLY TO THE LAKE COUNTY COURT OF COMMON PLEAS, PURSUANT TO R.C. 305.14(a), TO EMPLOY LEGAL COUNSEL ON A CONTINGENCY FEE BASIS TO ASSIST THE BOARD OF LAKE COUNTY COMMISSIONERS TO INVESTIGATE AND PURSUE CIVIL LITIGATION AGAINST THE MANUFACTURERS AND DISTRIBUTORS OF PRESCRIPTION OPIATES (20171205\C05)(C-107b)

FINANCE DEPARTMENT – Mike Matas

11. RESOLUTION INCREASING APPROPRIATIONS FOR VARIOUS GENERAL AND NON-GENERAL FUND ACCOUNTS (20171205\BC01)(C-111)
12. RESOLUTION TRANSFERRING CASH AND APPROPRIATIONS WITHIN VARIOUS GENERAL AND NON-GENERAL FUND ACCOUNTS(20171205\BC02)(C-111)
13. RESOLUTION ESTABLISHING A FUND TO BE KNOWN AS CRILE ROAD IMPROVEMENTS WITH VARIOUS REVENUE AND EXPENDITURE LINES (201741205\BC03)(C-111)

DEPARTMENTAL REPORTS

- UTILITIES
  - JOB AND FAMILY SERVICES
  - COUNTY ADMINISTRATOR
  - FINANCE
  - CLERK
  - LEGAL
- OLD BUSINESS
  - NEW BUSINESS
  - PUBLIC COMMENT

EXECUTIVE SESSION

_____ MOTION TO CONVENE EXECUTIVE SESSION:	_____ SECOND _____
TIME _____	
_____ RECESSED:	RETURN TO EXECUTIVE SESSION: _____
TIME _____	TIME _____
_____ MOTION TO END EXECUTIVE SESSION:	_____ SECOND _____
TIME _____	
_____ MOTION TO ADJOURN THE MEETING:	_____ SECOND _____
TIME _____	

**\*NEXT MEETING: 10:00 A.M., THURSDAY, DECEMBER 14, 2017\***

The Board of County Commissioners, in and for Lake County, Ohio, met this day in regular session with the following members present:

Commissioners: \*(com)

\* presented the following resolution and moved its adoption.

**RESOLUTION APPROVING FINAL CHANGE ORDER NO. 2 WITH UNITED SURVEY, INC. FOR FOREST ROAD SANITARY SEWER IMPROVEMENT PROJECT NO 375-S DECREASING THE TOTAL CONTRACT AMOUNT BY \$78,021.20**

WHEREAS, the Board of County Commissioners hereby finds and determines that all formal actions relative to the adoption of this resolution were taken in an open meeting of this Board of County Commissioners, and that all the deliberations of this Board of County Commissioners and of its committees, if any, which resulted in formal actions, were taken in meetings open to the public, in full compliance with applicable legal requirements, including Section 121.22 of the Revised Code; and

WHEREAS, by resolution adopted June 9, 2016, the Board of Lake County Commissioners authorized execution of a contract with United Survey, Inc. for Forest Road Sanitary Sewer Improvement Project No. 375-S; and

WHEREAS, it is in the best interest of the County to make certain changes to the contract between United Survey, Inc. and the Board of Lake County Commissioners for Forest Road Sanitary Sewer Improvement Project No. 375-S; and

WHEREAS, the Lake County Sanitary Engineer recommends Change Order No. 2, incorporated herein by reference as EXHIBIT A.

NOW, THEREFORE, BE IT RESOLVED, that the Board of County Commissioners, in and for Lake County, Ohio, hereby approves Change Order No.2 to the contract with United Survey, Inc. and the Board of Lake County Commissioners decreasing the contract by seventy-eight thousand twenty-one dollars and twenty cents (\$78,021.20) for Forest Road Sanitary Sewer Improvement Project No. 375-S.

BE IT FURTHER RESOLVED, that the Clerk of the Board is hereby directed to forward certified copies of this resolution to the Lake County Auditor; the Lake County Sanitary Engineer; and United Survey Inc., 25145 Broadway Avenue, Bedford, Ohio 44146.

\*\* seconded the resolution and the roll being called upon its adoption, the vote resulted as follows:

"AYES": Commissioners: \*(com)

"NAYS":

Resolution adopted,  
Jennifer Bell, Clerk

CLERK'S CERTIFICATION

I, Jennifer Bell, duly appointed Clerk of the Board of County Commissioners, do hereby certify that this is a true and accurate copy of a resolution adopted by said Board on December 5, 2017, and recorded in the Water and Sewer Journal, Volume 2017.

WITNESS my hand this fifth day of December, 2017, in Painesville, Ohio.

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Jennifer Bell, Clerk  
Board of Commissioners, in and  
for Lake County, Ohio

The Board of County Commissioners, in and for Lake County, Ohio, met this day in regular session with the following members present:

Commissioners: \*(com)

\* presented the following resolution and moved its adoption.

**RESOLUTION APPROVING FINAL CHANGE ORDER NO. 1 WITH MONTE CONSTRUCTION COMPANY, INC. FOR BACON ROAD TO LANE ROAD WATERMAIN IMPROVEMENT PROJECT NO 371-W INCREASING THE TOTAL CONTRACT AMOUNT BY \$63,432.00**

WHEREAS, the Board of County Commissioners hereby finds and determines that all formal actions relative to the adoption of this resolution were taken in an open meeting of this Board of County Commissioners, and that all the deliberations of this Board of County Commissioners and of its committees, if any, which resulted in formal actions, were taken in meetings open to the public, in full compliance with applicable legal requirements, including Section 121.22 of the Revised Code; and

WHEREAS, by resolution adopted April 13, 2017, the Board of Lake County Commissioners authorized execution of a contract with Monte Construction Company, Inc. for Bacon Road to Lane Road Watermain Improvement Project No. 371-W; and

WHEREAS, it is in the best interest of the County to make certain changes to the contract between Monte Construction Company, Inc. and the Board of Lake County Commissioners for Bacon Road to Lane Road Watermain Improvement Project No. 371-W; and

WHEREAS, the Lake County Sanitary Engineer recommends Change Order No. 1, incorporated herein by reference as EXHIBIT A.

NOW, THEREFORE, BE IT RESOLVED, that the Board of County Commissioners, in and for Lake County, Ohio, hereby approves Change Order No.1 to the contract with Monte Construction Company, Inc. and the Board of Lake County Commissioners increasing the contract by sixty-three thousand four hundred thirty-two dollars (\$63,432.00) for Bacon Road to Lane Road Watermain Improvement Project No. 371-W.

BE IT FURTHER RESOLVED, that the Clerk of the Board is hereby directed to forward certified copies of this resolution to the Lake County Auditor; the Lake County Sanitary Engineer; and Monte Construction Company, Inc., 9290 Amberwood Drive, Kirtland, Ohio 44094.

\*\* seconded the resolution and the roll being called upon its adoption, the vote resulted as follows:

"AYES": Commissioners: \*(com)

"NAYS":

Resolution adopted,  
Jennifer Bell, Clerk

CLERK'S CERTIFICATION

I, Jennifer Bell, duly appointed Clerk of the Board of County Commissioners, do hereby certify that this is a true and accurate copy of a resolution adopted by said Board on December 5, 2017, and recorded in the Water and Sewer Journal, Volume 2017.

WITNESS my hand this fifth day of December, 2017, in Painesville, Ohio.

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Jennifer Bell, Clerk  
Board of Commissioners, in and  
for Lake County, Ohio

The Board of County Commissioners, in and for Lake County, Ohio, met this day in regular session with the following members present:

Commissioners:\*(com)

\*presented the following resolution and moved its adoption.

**RESOLUTION INCREASING APPROPRIATIONS AND TRANSFERRING CASH WITHIN LAKE COUNTY DEPARTMENT OF UTILITIES WATER OPERATING FUND AND PROJECT FUND**

WHEREAS, the Board of County Commissioners hereby finds and determines that all formal actions relative to the adoption of this resolution were taken in an open meeting of this Board of County Commissioners, and that all the deliberations of this Board of County Commissioners and of its committees, if any, which resulted in formal actions, were taken in meetings open to the public, in full compliance with applicable legal requirements, including Section 121.22 of the Revised Code; and

WHEREAS, it is agreed by the Lake County Auditor, Budget Director and the Board of County Commissioners that this increase of appropriations and transfer of cash is necessary for the following accounts:

	<u>APPROPRIATIONS INCREASE</u>	
50000911-911	Transfers-Out	\$1,165,000.00

	<u>CASH TRANSFER</u>	
From:		
50000911-911	Transfers- Out	\$1,165,000.00
To:		
59530045-451	388-W Transfers- In	\$635,000.00
59531045-451	389-W Transfers-In	\$530,000.00

NOW, THEREFORE, BE IT RESOLVED, that the Board of County Commissioners, in and for Lake County, Ohio, hereby authorizes the Lake County Auditor to increase appropriations and transfer cash for the above listed accounts, based on the recommendation of the Lake County Auditor, Budget Director and the Board of Lake County Commissioners.

BE IT FURTHER RESOLVED, that the Clerk of the Board is hereby directed to forward certified copies of this resolution to the Lake County Auditor; Finance Department; and the Sanitary Engineer, Lake County Department of Utilities.

\*\*seconded the resolution and the roll being called upon its adoption, the vote resulted as follows:

"AYES": Commissioners: \*(com)

"NAYS":

Resolution adopted,  
Jennifer Bell, Clerk

CLERK'S CERTIFICATION

I, Jennifer Bell, duly appointed Clerk of the Board of County Commissioners, do hereby certify that this is a true and accurate copy of a resolution adopted by said Board on December 5, 2017, and recorded in the Water and Sewer Journal, Volume 2017.

WITNESS my hand this fifth day of December 2017, in Painesville, Ohio.

\_\_\_\_\_  
Jennifer Bell, Clerk  
Board of Commissioners, in and  
for Lake County, Ohio

The Board of County Commissioners, in and for Lake County, Ohio, met this day in regular session with the following members present:

Commissioners: \*(com)

\* presented the following resolution and moved its adoption.

**RESOLUTION TRANSFERRING APPROPRIATIONS WITHIN LAKE COUNTY DEPARTMENT OF UTILITIES SOLID WASTE OPERATING FUND**

WHEREAS, the Board of County Commissioners hereby finds and determines that all formal actions relative to the adoption of this resolution were taken in an open meeting of this Board of County Commissioners, and that all the deliberations of this Board of County Commissioners and of its committees, if any, which resulted in formal actions, were taken in meetings open to the public, in full compliance with applicable legal requirements, including Section 121.22 of the Revised Code; and

WHEREAS, it is agreed by the Lake County Auditor, Budget Director and the Board of County Commissioners that this transfer of appropriations is necessary for the following accounts:

APPROPRIATIONS TRANSFER

From:		
52000811-812	Equipment	\$336.00
To:		
52000761-752	Professional Dues & Memberships	\$336.00

NOW, THEREFORE, BE IT RESOLVED, that the Board of County Commissioners, in and for Lake County, Ohio, hereby authorizes the Lake County Auditor to transfer appropriations for the above listed accounts, based on the recommendation of the Lake County Auditor, Budget Director and the Board of Lake County Commissioners.

BE IT FURTHER RESOLVED, that the Clerk of the Board is hereby directed to forward certified copies of this resolution to the Lake County Auditor; Finance Department; and the Sanitary Engineer, Lake County Department of Utilities.

\*\*seconded the resolution and the roll being called upon its adoption, the vote resulted as follows:

"AYES": Commissioners: \*(com)

"NAYS":

Resolution adopted,  
Jennifer Bell, Clerk

CLERK'S CERTIFICATION

I, Jennifer Bell, duly appointed Clerk of the Board of County Commissioners, do hereby certify that this is a true and accurate copy of a resolution adopted by said Board on December 5, 2017, and recorded in the Water and Sewer Journal, Volume 2017.

WITNESS my hand this fifth day of December, 2017, in Painesville, Ohio.

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Jennifer Bell, Clerk  
Board of Commissioners, in and  
for Lake County, Ohio

Commissioners' Office, Lake County  
Painesville, OH December 5, 2017

The Board of County Commissioners, in and for Lake County, Ohio, met this day in regular session with the following members present:

Commissioners: \*(com)

\* presented the following resolution and moved its adoption.

**RESOLUTION APPROVING LAKE COUNTY DEPARTMENT OF JOB AND FAMILY SERVICES VOUCHERS DATE OF WARRANT DECEMBER 8, 2017, IN THE AMOUNT OF \$178,665.09**

WHEREAS, the Board of County Commissioners hereby finds and determines that all formal actions relative to the adoption of this resolution were taken in an open meeting of this Board of County Commissioners, and that all the deliberations of this Board of County Commissioners and of its committees, if any, which resulted in formal actions, were taken in meetings open to the public, in full compliance with applicable legal requirements, including Section 121.22 of the Revised Code; and

WHEREAS, bills against Lake County have been presented to this Board for payment and this Board has examined said bills and approved them for payment, totaling **\$178,665.09**.

NOW, THEREFORE, BE IT RESOLVED, that the Board of County Commissioners, in and for Lake County, Ohio, hereby approves the bills against Lake County, they are allowed and ordered paid, and the County Auditor is hereby authorized and instructed to issue his warrants in the various amounts as follows:

DATE OF WARRANT:	December 8, 2017
PUBLIC ASSISTANCE TOTAL:	\$106,612.61
WORKFORCE INVESTMENT TOTAL:	65,261.02
CHILD SUPPORT ENFORCEMENT:	133.60
CHILD WELFARE TOTAL:	<u>6,657.86</u>
GRAND TOTAL:	<b>\$178,665.09</b>

BE IT FURTHER RESOLVED, that the Clerk of the Board is hereby directed to forward certified copies of this resolution to the Lake County Auditor; Budget Director; Lake County Treasurer; Matt Battiato, Mary Spencer, Job and Family Services.

\*\* seconded the resolution and the roll being called upon its adoption, the vote resulted as follows:

"AYES": Commissioners: \*(com)

"NAYS":

Resolution adopted,  
Jennifer Bell, Clerk

CLERK'S CERTIFICATION

I, Jennifer Bell, duly appointed Clerk of the Board of County Commissioners, do hereby certify that this is a true and accurate copy of a resolution adopted by said Board on December 5, 2017, and recorded in the Commissioners' Journal, Volume 2017.

WITNESS my hand this fifth day of December, 2017, in Painesville, Ohio.

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Jennifer Bell, Clerk  
Board of Commissioners, in and  
for Lake County, Ohio

The Board of County Commissioners, in and for Lake County, Ohio, met this day in regular session with the following members present:

Commissioners: \*(com)

\* presented the following resolution and moved its adoption.

**RESOLUTION AUTHORIZING EXECUTION OF A HOME PROGRAM AGREEMENT BETWEEN THE LAKE COUNTY BOARD OF COMMISSIONERS AND NORTH COAST COMMUNITY HOMES, INC.**

WHEREAS, the Board of County Commissioners hereby finds and determines that all formal actions relative to the adoption of this resolution were taken in an open meeting of this Board of County Commissioners, and that all the deliberations of this Board of County Commissioners and of its committees, if any, which resulted in formal actions, were taken in meetings open to the public, in full compliance with applicable legal requirements, including Section 121.22 of the Revised Code; and

WHEREAS, the Lake County Board of Commissioners is the recipient of HOME Investment Partnerships Program Funds from the U.S. Department of Housing and Urban Development (HUD); and

WHEREAS, the Home Program Manager is recommending execution of an Agreement with North Coast Community Homes, Inc. to use HOME Program to allow for the acquisition and rehabilitation of a single family home that shall be rented by four persons that meet income and disability criteria. Funds for this eligible activity include \$75,200.00 from prior years' allocations. Said Agreement is incorporated herein by reference and made a part of this resolution.

NOW, THEREFORE, BE IT RESOLVED, that the Board of County Commissioners, in and for Lake County, Ohio, hereby authorizes the execution of a HOME Program Agreement with North Coast Community Homes, Inc.

BE IT FURTHER RESOLVED, that the Clerk of the Board is hereby directed to forward certified copies of this resolution to the Lake County Auditor; Lake County Budget Director; Jason Boyd, County Administrator; Marian Norman, HOME Program Manager; and to North Coast Community Homes, Inc., 14221 Broadway Ave., Cleveland, Ohio 44125.

\*\* seconded the resolution and the roll being called upon its adoption, the vote resulted as follows:

"AYES": Commissioners: \*(com)

"NAYS":

Resolution adopted,  
Jennifer Bell, Clerk

CLERK'S CERTIFICATION

I, Jennifer Bell duly appointed Clerk of the Board of County Commissioners, do hereby certify that this is a true and accurate copy of a resolution adopted by said Board on November 30, 2017, and recorded in the Commissioners' Journal, Volume 2017.

WITNESS my hand this thirtieth day of November, 2017, in Painesville, Ohio.

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Jennifer Bell, Clerk  
Board of Commissioners, in and  
for Lake County, Ohio



The Board of County Commissioners, in and for Lake County, Ohio, met this day in regular session with the following members present:

Commissioners: \*(com)

\* presented the following resolution and moved its adoption.

**RESOLUTION ESTABLISHING HOLIDAYS FOR WHICH THE COUNTY OFFICES CLOSE DURING THE YEAR 2018**

WHEREAS, the Board of County Commissioners hereby finds and determines that all formal actions relative to the adoption of this resolution were taken in an open meeting of this Board of County Commissioners, and that all the deliberations of this Board of County Commissioners and of its committees, if any, which resulted in formal actions, were taken in meetings open to the public, in full compliance with applicable legal requirements, including Section 121.22 of the Revised Code; and

WHEREAS, the Board wishes to declare the days for which County Offices will be closed during 2018 in recognition of annual holidays, as follows:

First day of January (Monday, January 1, 2018)  
Third Monday in January (January 15), Martin Luther King Day  
Third Monday in February (February 19), Presidents Day  
Last Monday in May (May 28), Memorial Day  
Fourth of July (Wednesday, July 4), Independence Day  
First Monday in September (September 3), Labor Day  
Second Monday in October (October 8), Columbus Day  
Eleventh day of November (Monday, November 12), Veterans' Day observed  
Fourth Thursday in November (November 22), Thanksgiving Day  
Friday after Thanksgiving Day (November 23)  
Twenty-fifth day of December (Tuesday, December 25)

WHEREAS, in the event that any of the aforesaid holidays fall on Saturday, the Friday immediately preceding shall be observed as the holiday. In the event that any of the aforesaid holidays fall on Sunday, the Monday immediately succeeding shall be observed as the holiday.

NOW, THEREFORE, BE IT RESOLVED, that the Board of County Commissioners, in and for Lake County, Ohio, hereby fixes the legal holidays for county employees for the year 2018 as those set forth herein above, in accordance with Section 325.19 of the Ohio Revised Code.

BE IT FURTHER RESOLVED, that the Clerk of the Board is hereby directed to forward certified copies of this resolution to all Lake County Elected Officials and Department Heads.

\*\* seconded the resolution and the roll being called upon its adoption, the vote resulted as follows:

"AYES": Commissioners: \*(com)

"NAYS":

Resolution adopted,  
Jennifer Bell, Clerk

CLERK'S CERTIFICATION

I, Jennifer Bell, duly appointed Clerk of the Board of County Commissioners, do hereby certify that this is a true and accurate copy of a resolution adopted by said Board on December 14, 2017, and recorded in the Commissioners' Journal, Volume 2017.

WITNESS my hand this fourteenth day of December, 2017, in Painesville, Ohio.

\_\_\_\_\_  
Jennifer Bell, Clerk  
Board of Commissioners, in and  
for Lake County, Ohio

The Board of County Commissioners, in and for Lake County, Ohio, met this day in regular session with the following members present:

Commissioners: \*(com)

\* presented the following resolution and moved its adoption.

**RESOLUTION SUPPLEMENTING A RESOLUTION ADOPTED MAY 10, 2012 BY APPROVING AND AUTHORIZING THE ISSUANCE AND AUTHENTICATION OF REPLACEMENT HOSPITAL FACILITIES REFUNDING REVENUE BONDS, SERIES 2012B (LAKE HOSPITAL SYSTEM, INC.) AND THE AMENDMENT AND RESTATEMENT OF THE SUPPLEMENTAL INDENTURE PURSUANT TO WHICH SUCH BONDS WERE ISSUED; AND APPROVING RELATED MATTERS**

WHEREAS, Lake Hospital System, Inc., an Ohio not-for-profit corporation (the "System"), operates hospital facilities in the County that provide hospital and related services and facilities to the general public without discrimination by reason of race, creed, color, national origin or religion; and

WHEREAS, on May 10, 2012, this Board duly adopted resolution captioned "RESOLUTION AUTHORIZING THE ISSUANCE AND SALE OF NOT TO EXCEED \$155,000,000 HOSPITAL FACILITIES REVENUE BONDS, SERIES 2012 (LAKE HOSPITAL SYSTEM, INC.) IN ONE OR MORE SERIES; AUTHORIZING EXECUTION AND DELIVERY OF AGREEMENTS TO PROVIDE FOR THE SALE OF THESE BONDS AND THE PAYMENT OF BOND SERVICE CHARGES; AND AUTHORIZING AND APPROVING OTHER DOCUMENTS AND RELATED MATTERS" (the "2012 Resolution") that authorized, among other matters, the issuance, sale and delivery of its Hospital Facilities Refunding Revenue Bonds, Series 2012B (Lake Hospital System, Inc.) dated June 15, 2012 (the "Series 2012B Bonds") pursuant to the Bond Indenture (2012B) dated as of June 15, 2012 (the "2012B Bond Indenture") between the County and The Bank of New York Mellon Trust Company, N.A., as bond trustee (the "Bond Trustee"); and

WHEREAS, the Series 2012B Bonds were purchased by JPMorgan Chase Bank, National Association (the "Original Purchaser") and the County made the proceeds thereof available to the System pursuant to a Lease dated as of July 15, 1987 and a Lease dated as of July 1, 2007, each as amended and supplemented from time to time, each between the County, as lessor, and the System, as lessee; and

WHEREAS, with the consent of the Original Purchaser, as the sole holder of the Series 2012B Bonds, and the Bond Trustee, the System has requested that this Board approve the amendment and restatement of the 2012B Bond Indenture, the cancellation of the existing, outstanding Series 2012B Bonds and the issuance of amended, replacement Series 2012B Bonds to the Original Purchaser so as to modify and modernize terms of the referenced index rate that is used to calculate the rate of interest payable on the Series 2012B Bonds (collectively, the "Amendments"); and

WHEREAS, this Board has determined that the proposed Amendments are consistent with the 2012 Resolution and further the purposes of the Act, and;

NOW, THEREFORE, BE IT RESOLVED by the Board of County Commissioners, in and for Lake County, Ohio, that:

Section 1. Definitions. When used in this resolution (including its preambles) and in related proceedings, and in addition to the words and terms defined in the Act, or elsewhere in this resolution, words and terms shall have the meanings given in the 2012 Resolution unless otherwise provided or unless the context or use clearly indicates another or different meaning or intent.

Section 2. Amendment of 2012B Bond Indenture. This Board hereby finds and determines that the proposed Amendments are consistent with the 2012 Resolution and will further the purposes of the Act, and authorizes any Authorized Officer to approve the amendment and restatement of the 2012B Bond Indenture, and

to issue and request the authentication of a replacement Series 2012B Bond, in substantially the forms on file, together with any certificates, documents or instruments in furtherance of the purposes of the Amendment and this resolution (the "Amending Documents").

Section 3.       Execution of Documents. Any member of this Board, the County Auditor, the Clerk, the County Administrator or any other appropriate officer of the County (each, an "Authorized Officer"), alone or in conjunction with any of the foregoing, are authorized and directed to execute, acknowledge and deliver, for and in the name and on behalf of the County, the Amending Documents with any changes as are not substantially adverse to the County, such changes to be approved by that Authorized Officer on behalf of the County. The approval of those changes, and that those changes are not substantially adverse to the County, shall be conclusively evidenced by the execution of the Amending Documents by that Authorized Officer.

Section 4.       Compliance with Open Meeting Requirements. This Board finds and determines that all formal actions relative to the adoption of this resolution were taken in an open meeting of this Board, and that all the deliberations of this Board and of its committees, if any, which resulted in formal actions, were taken in meetings open to the public, in full compliance with applicable legal requirements, including Section 121.22 of the Revised Code.

Section 5.       Effective Date. This resolution shall take effect and be in force immediately upon its adoption.

BE IT FURTHER RESOLVED, that the Clerk of this Board is directed to forward certified copies of this resolution to the Lake County Auditor; Lake Hospital System, Inc., Attn: Ms. Cynthia Moore-Hardy, 36000 Euclid Avenue, Willoughby, OH 44094; and, Squire Patton Boggs (US) LLP, Attn: Todd Gibson, 4900 Key Tower, 127 Public Square, Cleveland, OH 44114-1304.

\*\* seconded the resolution and the roll being called upon its adoption, the vote resulted as follows:

"AYES": Commissioners: \*(com)

"NAYS":

Resolution adopted,  
Jennifer Bell, Clerk

#### CLERK'S CERTIFICATION

I, Jennifer Bell, duly appointed Clerk of the Board of County Commissioners, do hereby certify that this is a true and accurate copy of a resolution adopted by said Board on December 5, 2017, and recorded in the Commissioners' Journal, Volume 2017.

WITNESS my hand this fifth day of December, 2017, in Painesville, Ohio.

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Jennifer Bell, Clerk  
Board of Commissioners, in and  
for Lake County, Ohio

The Board of County Commissioners, in and for Lake County, Ohio, met this day in regular session with the following members present:

Commissioners: \*(com)

\* presented the following resolution and moved its adoption.

**RESOLUTION AUTHORIZING THE ISSUANCE AND SALE OF NOT TO EXCEED \$85,000,000 HOSPITAL FACILITIES REFUNDING REVENUE BONDS, SERIES 2017 (LAKE HOSPITAL SYSTEM, INC.) IN ONE OR MORE SERIES; AUTHORIZING THE EXECUTION AND DELIVERY OF AGREEMENTS TO PROVIDE FOR THE SALE OF THESE BONDS AND THE PAYMENT OF BOND SERVICE CHARGES; AND AUTHORIZING AND APPROVING OTHER DOCUMENTS AND RELATED MATTERS**

WHEREAS, the County of Lake, Ohio (the "Issuer"), a county and political subdivision in and of the State of Ohio, is authorized and empowered by virtue of the laws of the State, including without limitation, Chapter 140 of the Ohio Revised Code (the "Act"), among other things: (i) to acquire, construct, improve and equip "hospital facilities," as defined in the Act; (ii) to issue its revenue bonds for the purpose of financing or refinancing the "costs of hospital facilities," as defined in the Act, and to refund obligations previously issued to pay costs of hospital facilities; (iii) to enter into lease agreements to provide for revenues to pay the principal of and interest and any premium on those revenue bonds; (iv) to secure those revenue bonds by trust indentures, and by the pledge and assignment of its rights in hospital receipts and under lease agreements; and (v) to adopt this Resolution and to execute and deliver certain documents and instruments upon the terms and conditions provided herein; and

WHEREAS, pursuant to a resolution adopted by this Board on April 13, 1987, authorizing Hospital Facilities Revenue Bonds, Series 1987 (Lake Hospital System, Inc.), dated as of June 15, 1987 for the purpose of financing and refinancing "costs of hospital facilities," as defined in the Act, operated by Lake Hospital System, Inc. (the "Hospital"), this Board authorized and approved, among other documents, the Lease between the Issuer and the Hospital dated as of June 15, 1987 (the "Original Lease"); and

WHEREAS, pursuant to a resolution adopted by this Board on December 30, 2008, authorizing the transfer of title to certain hospital facilities from the Issuer to the Hospital, this Board authorized and approved, among other documents, the Base Lease between the Hospital, as Lessor, and the Issuer, as Lessee, dated as of January 1, 2009 (the "Original Base Lease"); and

WHEREAS, pursuant to a resolution adopted by this Board on June 14, 2007, authorizing its Hospital Revenue Bonds, Series 2007 (Lake Hospital System, Inc.), dated as of July 19, 2007, for the purpose of financing and refinancing "costs of hospital facilities," as defined in the Act, operated by the Hospital, this Board authorized and approved, among other documents, the Base Lease between the Hospital, as lessor, and the Issuer, as lessee, dated as of July 1, 2007 (the "Original TriPoint Base Lease"), and the Lease dated as of July 1, 2007 between the Issuer, as lessor, and the Hospital, as lessee (the "Original TriPoint Lease"); and

WHEREAS, the Issuer has previously issued several series of Hospital Facilities Revenue Bonds for the purpose of "paying costs of hospital facilities," as defined in the Act, operated by the Hospital within the boundaries of the Issuer or refunding obligations previously issued for that purpose, of which five series are currently outstanding, being the Series 2008C Bonds, the Series 2012A Bonds, the Series 2012B Bonds, the Series 2012C Bonds and the Series 2015 Bonds; and

WHEREAS, this Board, at the request of the Hospital, has determined that it is willing to authorize the issuance and sale of revenue bonds for the purpose of refunding all of the outstanding Series 2012A Bonds and Series 2012C Bonds (collectively, the "Refunded Bonds") and paying "costs of hospital facilities," as defined in the Act, and in connection with that issuance and sale, to adopt this Resolution, to enter into one or more bond indentures, supplements to the Original Base Lease, Original Lease, Original TriPoint Base Lease and Original TriPoint Lease, and

related assignments, and to execute and deliver certain other statements, documents and instruments upon the terms set forth in this Resolution and those documents and instruments.

NOW, THEREFORE, BE IT RESOLVED by the Board of County Commissioners of the County of Lake, Ohio:

Section 1. Authorization of Series 2017 Bonds. This Board finds and determines that it is necessary to, and the Issuer shall, issue, sell and deliver, as provided and authorized herein and pursuant to the Act, hospital facilities revenue bonds (the "Series 2017 Bonds") of the Issuer in an aggregate principal amount not to exceed \$85,000,000 in one or more series, at the same time or at different times, for the purpose of providing funds to refund the Refunded Bonds and to pay "costs of hospital facilities," as defined in the Act, which include, without limitation, the costs and expenses incurred in connection with the refunding of the Refunded Bonds and the issuance of the Series 2017 Bonds. The reimbursement, refunding and financing referred to in this Section 1 are determined to advance the purposes of the Act. This Board further finds and determines that the issuance of the Series 2017 Bonds to refund the Refunded Bonds and to pay certain costs and expenses in connection with the refunding of the Refunded Bonds, and the issuance of the Series 2017 Bonds will better provide for the health and welfare of the residents of the Issuer and the State by enhancing the availability, efficiency and economy of hospital facilities so that such hospital facilities and the services rendered thereby are available to or for the service of the general public without discrimination by reason of race, creed, color or national origin, at the lowest possible cost.

Section 2. Delivery of Documents to Secure the Series 2017 Bonds. For the security of the Series 2017 Bonds, the Issuer shall enter into: a trust indenture between the Issuer and The Bank of New York Mellon Trust Company, N.A., as trustee (the "Bond Trustee") (the "Bond Indenture"), in substantially the form on file with the Clerk; a supplement to the Original Base Lease (the "Supplemental Base Lease" and, together with the Original Base Lease, the "Base Lease"); in substantially the form of the Fifth Supplemental Base Lease on file with the Clerk; a supplement to the Original Lease (the "Supplemental Lease" and, together with the Original Lease, the "Lease"), in substantially the form of the Fifteenth Supplemental Lease on file with the Clerk; a supplement to the Original TriPoint Base Lease (the "TriPoint Base Lease" and, together with the Base Lease, the "Base Leases"), in substantially the form of the Seventh Supplemental Base Lease on file with the Clerk; a supplement to the Original TriPoint Lease (collectively, the "TriPoint Lease" and, together with the Lease, the "Leases"), in substantially the form of the Seventh Supplemental Lease on file with the Clerk; one or more assignments of rights under the Lease, and one or more assignments of rights under the TriPoint Lease, each from the Issuer to The Bank of New York Mellon Trust Company, N.A., as successor master trustee (the "Master Trustee") under the Master Indenture (together, the "Assignments of Rights Under Leases"), each in substantially the form on file with the Clerk; and one or more assignments of Basic Rent under the Lease and one or more assignments of Basic Rent under the TriPoint Lease, each from the Issuer to the Bond Trustee (together, the "Assignments of Basic Rent" and, together with the Assignments of Rights Under Leases, the "Assignments"), each in substantially the form on file with the Clerk.

As further security for the Series 2017 Bonds, the Hospital shall deliver to the Bond Trustee a Master Obligation (the "Master Obligation") pursuant to the Master Trust Indenture dated as of June 15, 1987 (the "Master Indenture"), as supplemented and amended by one or more supplements to the Master Indenture (the "Related Supplements"). The Master Obligation shall evidence the guarantee of the payment of debt service on the Series 2017 Bonds by the Obligated Group under the Master Indenture (of which the Hospital is currently the sole member).

The Bond Indenture, the Base Leases, the Leases and the Assignments are referred to collectively in this Resolution as the "Issuer Documents." The Base Leases, the Leases, the Master Indenture, the Related Supplements and the Master Obligation are referred to collectively in this Resolution as the "Hospital Documents."

Section 3. Terms and Provisions of Series 2017 Bonds.

(a) General. The Series 2017 Bonds shall, subject to Section 1 hereof, be issued in the aggregate principal amount determined in the Bond Indenture and may be issued as one or more series on the same date or on different dates, and bearing interest at one or more rates, provided that any Series 2017 Bonds issued pursuant to the authority of this Resolution shall be issued no later than December 5, 2018. The Series 2017 Bonds (i) shall be designated "County of Lake, Ohio, Hospital Facilities Refunding Revenue Bonds, Series 2017 (Lake Hospital System, Inc.)" or as otherwise provided in the Bond Indenture, and may contain further designations to identify one series from another, (ii) shall be

issuable initially only in fully registered form and in the denominations provided in the respective Bond Indentures; (iii) shall be exchangeable only for of the same series and maturity and in authorized denominations, as provided in the Bond Indenture, subject to the limitations with respect to Series 2017 Bonds in book entry form set forth in the respective Bond Indenture; (iv) shall be numbered in a manner determined by the Bond Trustee that will distinguish each Series 2017 Bond from each other Series 2017 Bond; (v) shall bear interest, payable on the dates as may be established in the Bond Indenture (each an "Interest Payment Date"), from the most recent date to which interest has been paid or duly provided for or, if no interest has been paid or duly provided for, from their date, and (vi) shall be dated as of their date of issuance or such other date as may be established in the Bond Indenture.

Principal of and interest and any premium, if any (the "Bond Service Charges") on the Series 2017 Bonds shall be payable as provided in the Bond Indenture without deduction for the services of any paying agent. Initially, the Bond Trustee shall be the paying agent for the Series 2017 Bonds, and the Bond Trustee may designate additional or alternate paying agents as provided in the Bond Indenture. The Series 2017 Bonds shall be signed by at least two members of this Board in their official capacities (provided that one or both of those signatures may be facsimiles).

(b) Maturities, Interest Rates and Redemption Terms. The Series 2017 Bonds shall bear interest at the initial rates, shall mature in the years and principal amounts and shall be payable as to principal on the dates, all as determined in the Bond Indenture; provided that (i) the weighted average maturity of the Series 2017 Bonds of any series shall not exceed 40 years or such lesser number of years as may be required by federal tax laws, (ii) the first interest payment date for a series of Series 2017 Bonds shall be not later than eighteen months from the date of delivery of such series, and (iii) the last principal payment date shall be not later than December 31, 2057.

The Series 2017 Bonds shall be issued as obligations initially bearing interest at variable interest rates, as shall be determined as provided in the Bond Indenture, whether by reference to a market index, by a remarketing agent or otherwise; provided that the Series 2017 Bonds shall not bear interest at a rate in excess of the "Maximum Interest Rate" specified in the Bond Indenture (except as may otherwise be required under any credit, liquidity or similar agreement when any Series 2017 Bonds are held by or pledged to a provider of such facility). The Bond Indenture may include terms that permit the Holders of the Series 2017 Bonds to tender their variable rate Series 2017 Bonds for purchase by the Hospital, its affiliates or a credit or liquidity provider pursuant to the terms of the Bond Indenture.

The Series 2017 Bonds of one or more maturities may be sold as term bonds subject to mandatory redemption prior to maturity, pursuant to the mandatory sinking fund redemption requirements of the respective Bond Indenture, on the principal payment date in the years and principal amounts to be determined in the Bond Indenture. The Series 2017 Bonds may be subject to optional redemption prior to maturity on the dates, in the years and at the redemption prices (expressed as a percentage of the principal amount redeemed) as set forth in the Bond Indenture, plus accrued interest to the redemption date. It may be determined in the Bond Indenture that the Series 2017 Bonds of one or more maturities (or all of the Series 2017 Bonds) shall not be optionally callable prior to maturity.

The Series 2017 Bonds shall be subject to extraordinary optional redemption prior to maturity as provided in the Bond Indentures and the Leases.

(c) Book Entry System. The Series 2017 Bonds shall originally be issued as physical certificates to the Original Purchaser, but shall provide that they may be reissued subsequently in book entry form to a depository to be held in a book entry system as provided in the Bond Indenture.

Section 4. Sale of the Series 2017 Bonds. The Series 2017 Bonds are sold to BMO Harris Bank (the "Original Purchaser") in accordance with the terms of this Resolution at a purchase price (i) of par for the aggregate principal amount of the Series 2017 Bonds then being sold, with no net original issue discount, (ii) plus accrued interest, if any, on the aggregate principal amount of those Series 2017 Bonds from their dated date to the date of their delivery to and payment therefor by the Original Purchaser. It is determined hereby that the purchase price and the manner of sale and the terms of the Series 2017 Bonds, as provided in this Resolution and the Bond Indenture, are consistent with all legal requirements and will carry out the public purposes of the Act.

The award shall be further evidenced by the execution and delivery of the Bond Indenture, which shall determine and state the aggregate principal amount of the Series 2017 Bonds then to be issued, the date of the Series 2017 Bonds (if other than their date of issuance), the information relating to initial interest rates and Interest Payment Dates, the maturities, the funding of reserves, if any, and any other data or provisions which the officer signing the Bond Indenture determines to be appropriate or necessary, consistent with this Resolution.

The Bond Indenture shall be executed by any one or more members of this Board. Each member of this Board, the County Auditor, the County Administrator and the Clerk of this Board are authorized and directed, acting alone or together, to make the necessary arrangements with the Original Purchaser to establish the date, location, procedures and conditions for the delivery of the Series 2017 Bonds to the Original Purchaser and to take all steps necessary to effect due execution, authentication and delivery of the Series 2017 Bonds to the Original Purchaser under the terms of this Resolution and the Bond Indenture.

Section 5. Lease of Hospital Facilities. This Board authorizes and approves the lease of the Leased Premises to the Issuer by the Hospital of the Leased Premises under and as defined in the Base Lease, and the leaseback of the Leased Premises from the Issuer to the Hospital under the Lease. This Board authorizes and approves the lease to the Issuer by the Hospital of the Leased Premises under and as defined in the TriPoint Base Lease, and the leaseback of those Leased Premises to the Hospital by the Issuer under the TriPoint Lease. This Board finds and determines that the lease of those properties to the Hospital under the terms and conditions of the Leases will further the public purpose of better providing for the health and welfare of the residents of the Issuer and the State by enhancing the availability, efficiency and economy of hospital facilities and the services rendered thereby so that hospital facilities and the services rendered thereby are available to or for the service of the general public without discrimination by reason of race, creed, color or national origin.

Section 6. Allocation of Proceeds of Series 2017 Bonds. The proceeds of the sale of the Series 2017 Bonds (including, without limitation, any interest accrued thereon) shall be allocated and deposited as set forth in the respective Bond Indentures which may provide for the following: (i) to the funds established for the payment of an amount permitted by federal tax laws to be used to pay costs of issuance of "qualified 501(c)(3) bonds"; and (ii) to the funds established for the payment of the Refunded Bonds, the amount required to refund the Refunded Bonds. All funds, accounts and subaccounts contemplated in the Bond Indenture to be created are authorized and directed to be created and shall be used without further legislative action for the purposes specified in the Bond Indenture.

The proceeds derived from the sale of the Series 2017 Bonds (including without limitation, any interest accrued on a series of the Series 2017 Bonds) shall be allocated and deposited as provided in the Bond Indenture. All funds, accounts and subaccounts contemplated by the Bond Indenture to be created are authorized and directed hereby to be created and shall be used, without further legislative action, for the purposes specified in the Bond Indenture.

The Refunded Bonds shall be refunded in accordance with the indenture under which they were issued (the "Prior Indentures") and, if determined to be necessary or desirable, an agreement or agreements between the Issuer (if determined to be necessary that the Issuer be a party thereto), the Hospital and The Bank of New York Mellon Trust Company, N.A., as Escrow Trustee (an "Escrow Agreement"), providing for the receipt, deposit, investment, safekeeping and disbursement of money to be applied, together with any earnings from the investment thereof, to pay Bond Service Charges on each series of Refunded Bonds.

Section 7. Security for the Series 2017 Bonds. To the extent and except as otherwise provided under the Bond Indenture, the Series 2017 Bonds shall be special obligations of the Issuer and (a) the Bond Service Charges on the Series 2017 Bonds shall be equally and ratably payable solely from the "Hospital Receipts" as defined in the Bond Indenture and being generally amounts paid by the Hospital as Basic Rent under the Leases and money in the funds established under the Bond Indenture to the extent set forth therein, and (b) the payment of Bond Service Charges on the Series 2017 Bonds shall be secured by (i) a pledge of and lien on the Hospital Receipts, (ii) the Master Obligation and (iii) the Bond Indenture, all as defined and described in the Bond Indenture. All Basic Rent shall be paid by the Hospital directly to the Bond Trustee or may be paid directly to the Original Purchaser so long as the Original Purchaser owns all of the Series 2017 Bonds.

Anything in this Resolution, the Series 2017 Bonds or the Bond Indenture to the contrary notwithstanding, the Series 2017 Bonds do not and shall not represent or constitute a general obligation, debt or bonded indebtedness of the Issuer, and further, nothing in this Resolution, the Series 2017 Bonds or the Bond Indenture shall give the Holders of the Series 2017 Bonds, and they do not and shall not have, the right to have excises, ad valorem taxes or other taxes levied by the Issuer, or by the State of Ohio or the taxing authority of any other political subdivision, for the payment of Bond Service Charges on the Series 2017 Bonds. The Series 2017 Bonds shall contain a statement to that effect and to the effect that the Series 2017 Bonds are payable solely from the Hospital Receipts and amounts payable pursuant to the Master Obligation and from any other moneys obtained by the Bond Trustee upon the exercise of rights and remedies under the Issuer Documents and the Master Obligations. Nothing in the Series 2017 Bonds or the Issuer Documents, however, shall be deemed to prohibit the Issuer from using, of its own volition, to the extent that it is permitted by law to do so, any other resources for the fulfillment of any of the terms or conditions of or its obligations under the Issuer Documents or the Series 2017 Bonds.

Section 8. Covenants and Agreements of Issuer. In addition to the other covenants of the Issuer herein and in the Issuer Documents, the Issuer further covenants and agrees as follows:

(a) Authority and Actions. The Issuer is, and upon delivery of the Series 2017 Bonds will be, duly authorized by the laws of the State, particularly and without limitation the Act, to issue the Series 2017 Bonds, to execute and deliver the Issuer Documents, documents relating to the refunding of the Refunded Bonds and the cancellation and termination of agreements and interests securing the Refunded Bonds, if any and to provide the security for payment of the Bond Service Charges on the Series 2017 Bonds in the manner and to the extent set forth in this Resolution and in the Issuer Documents, all as authorized by this Board. All actions on the part of the Issuer for the issuance of the Series 2017 Bonds and the execution and delivery of the Issuer Documents and such other instruments and documents as are authorized herein have been or will be duly and effectively taken. The Series 2017 Bonds will be valid and enforceable special obligations of the Issuer according to their terms. Each duty of the Issuer and of its officers and employees undertaken pursuant to the Series 2017 Bonds and the Issuer Documents is a duty specifically enjoined by law pursuant to Section 140.06(J), Ohio Revised Code, upon the Issuer and each of those officers and employees having authority thereunder or by provision of law to perform the duty, and resulting from an office, trust or station, within the meaning of Section 2731.01, Ohio Revised Code, providing for enforcement by writ of mandamus.

(b) Federal Tax Considerations. The Issuer covenants that it will restrict the use of the proceeds of the Series 2017 Bonds in such manner and to such extent as may be necessary so that the Series 2017 Bonds will not constitute arbitrage bonds or hedge bonds under the Code. The Issuer further covenants that it (i) will take, or require to be taken, all actions that may be required of it for the interest on the Series 2017 Bonds to be and remain excluded from gross income for federal income tax purposes, and (ii) will not take or authorize to be taken any actions that would adversely affect that exclusion. Any member of the Board, the County Auditor, the County Administrator, the Clerk of this Board, or any other officer of the Issuer having responsibility for the issuance of the Series 2017 Bonds, alone or in conjunction with the Hospital or any officer, employee, agent of or consultant to the Hospital, shall (i) make or effect any election, selection, designation, choice, consent, approval or waiver on behalf of the Issuer with respect to the Series 2017 Bonds as the Issuer is permitted or required to make or give under the federal income tax laws, for the purpose of assuring, enhancing or protecting favorable tax treatment or status of the Series 2017 Bonds or interest thereon or assisting compliance with requirements for that purpose, or reducing the burden of expense of such compliance, and (ii) either enter into an agreement with the Hospital and Bond Trustee or give an appropriate certificate of the Issuer for inclusion in the transcript of proceedings for the Series 2017 Bonds setting forth the reasonable expectations of the Issuer regarding the amount and use of all the proceeds of the Series 2017 Bonds, the facts, circumstances and estimates on which they are based, and other facts and circumstances relevant to the tax treatment of interest on the Series 2017 Bonds. The Issuer's agreement or certificate may be premised on facts, estimates and circumstances as provided by the Hospital, all as of the date of delivery of the Series 2017 Bonds. In its performance of these covenants, and other covenants of the Issuer pertaining to federal income tax laws, the Issuer may rely upon the written advice of nationally recognized bond counsel which is provided to the Hospital and to the Bond Trustee.



(c) Transcript. The Clerk shall furnish to the Original Purchaser a true transcript of proceedings, certified by the Clerk, of all proceedings of the Issuer had with reference to the issuance of the Series 2017 Bonds, together with such information from the records as is necessary to determine the regularity and validity of the issuance of the Series 2017 Bonds.

(d) Further Assurances. The Issuer shall do all things and take all actions on its part necessary to comply with obligations, duties and responsibilities on its part under the Issuer Documents. Nothing herein or in the Issuer Documents shall be construed as requiring the Issuer to operate the Leased Premises under the Lease or the Leased Premises under the TriPoint Lease or to use any money from any source other than Hospital Receipts, payments on the Master Obligation or any credit enhancement or the Special Funds with respect to the Series 2017 Bonds.

Section 9. Issuer Documents. To provide for the issuance and sale of the Series 2017 Bonds, the refunding of the Refunded Bonds and the consummation of the transactions contemplated herein, any member of this Board, the County Auditor, the Clerk, the County Administrator or any other appropriate officer of the Issuer, alone or in conjunction with any of the foregoing, are authorized and directed to execute, acknowledge and deliver, for and in the name and on behalf of the Issuer, each Issuer Document in substantially the respective forms thereof submitted to this Board and such other instruments and documents necessary to consummate the transactions contemplated by the Issuer Documents and the Hospital Documents, including Escrow Agreements and subscriptions for Escrow Securities. The Issuer Documents are approved with changes, and such other instruments and documents are approved in such forms, which are not inconsistent with this Resolution, which are not substantially adverse to the Issuer, which are permitted by the Act, and which are approved by the officer or officers executing the respective documents. The approval of those changes by the officer or officers and the character of those changes, as not being substantially adverse to the Issuer, shall be evidenced conclusively by the execution of the respective documents by the officer or officers.

Section 10. Hedge Identification Certificate and Other Documents. Upon the request of the Hospital, the President or any other member of this Board, the County Auditor, the County Administrator, the Clerk of this Board and any other appropriate officer of the Issuer, alone or in conjunction with any of the foregoing, are authorized and directed to execute, deliver and, if applicable file, for and in the name and on behalf of the Issuer, (a) an identification certificate in respect of any interest rate hedge agreement designated by an officer of the Hospital to be entered into by the Hospital in connection with or in anticipation of the issuance of the Series 2017 Bonds, and (b) any certifications, financing statements, assignments and other instruments and documents which are necessary or appropriate to consummate the transactions contemplated in the Issuer Documents, the Hospital Documents and the Series 2017 Bonds or, in respect of any hedge identification certificate, to achieve integration of the related interest rate hedge agreement for the purpose of calculating the yield on the Series 2017 Bonds in accordance with the Code. Those certifications and other instruments and documents include, without limitation, appropriate certificates under Sections 103 and 148 of the Code, reports on Form 8038, any other certifications and forms necessary or advisable under the Code and certifications by the Clerk of the transcript of proceedings relating to the issuance of the Series 2017 Bonds.

Section 11. Lien of Pledge Under this Resolution. As provided in Section 140.06(D) of the Act, the Hospital Receipts are subject to the lien of the pledge under this Resolution and under the Bond Indenture and the Assignments of Basic Rent without any physical delivery of the Hospital Receipts or further act, and the lien of that pledge is valid and binding against all parties having claims of any kind against the Issuer or the Hospital (irrespective of whether those parties have notice of such pledge), and creates a perfected security interest for all purposes of Chapter 1309, Ohio Revised Code, without the necessity for separation or delivery of the Hospital Receipts or for the filing or recording of the Bond Indenture or any other resolution or instrument by which that pledge is created or any certificate, statement or other document with respect to that pledge. The Issuer acknowledges that pursuant to the Assignments of Rights Under Leases the Issuer has assigned its rights under the Leases to the Master Trustee, except for certain unassigned rights and except for the pledge of the Hospital Receipts to the Bond Trustee in the Bond Indenture and the Assignments of Rent.

Section 12. Compliance with Open Meeting Requirements. It is found and determined that all formal actions of this Board concerning and relating to the adoption of this resolution were adopted in an open meeting of this Board, and that all deliberations of this Board that resulted in those formal actions were in meetings open to the public, in compliance with the law.

Section 13. Effective Date. This resolution shall take effect and be in force immediately upon its adoption.

BE IT FURTHER RESOLVED, that the Clerk of this Board is directed to forward certified copies of this resolution to the Lake County Auditor; Lake Hospital System, Inc., Attn: Ms. Cynthia Moore-Hardy, 36000 Euclid Avenue, Willoughby, OH 44094; and, Squire Patton Boggs (US) LLP, Attn: Todd Gibson, 4900 Key Tower, 127 Public Square, Cleveland, OH 44114-1304.

\*\* seconded the resolution and the roll being called upon its adoption, the vote resulted as follows:

"AYES": Commissioners: \*(com)

"NAYS":

Resolution adopted,  
Jennifer Bell, Clerk

CLERK'S CERTIFICATION

I, Jennifer Bell, duly appointed Clerk of the Board of County Commissioners, do hereby certify that this is a true and accurate copy of a resolution adopted by said Board on December 5, 2017, and recorded in the Commissioners' Journal, Volume 2017.

WITNESS my hand this fifth day of December, 2017, in Painesville, Ohio.

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Jennifer Bell, Clerk  
Board of Commissioners, in and  
for Lake County, Ohio

The Board of County Commissioners, in and for Lake County, Ohio, met this day in regular session with the following members present:

Commissioners: \*(com)

\* presented the following resolution and moved its adoption.

**RESOLUTION TO JOIN WITH THE LAKE COUNTY PROSECUTING ATTORNEY TO APPLY TO THE LAKE COUNTY COURT OF COMMON PLEAS, PURSUANT TO R.C. 305.14(A), TO EMPLOY LEGAL COUNSEL ON A CONTINGENCY FEE BASIS TO ASSIST THE BOARD OF LAKE COUNTY COMMISSIONERS TO INVESTIGATE AND PURSUE CIVIL LITIGATION AGAINST THE MANUFACTURERS AND DISTRIBUTORS OF PRESCRIPTION OPIATES**

WHEREAS, the Board of County Commissioners hereby finds and determines that all formal actions relative to the adoption of this resolution were taken in an open meeting of this Board of County Commissioners, and that all the deliberations of this Board of County Commissioners and of its committees, if any, which resulted in formal actions, were taken in meetings open to the public, in full compliance with applicable legal requirements, including Section 121.22 of the Revised Code; and

WHEREAS, the Board of County Commissioners, in order to protect the interests of Lake County, finds it necessary to join with the Prosecuting Attorney to apply to the Court of Common Pleas, pursuant to R.C. 305.14(A), for authority to employ Napoli Shkolnik PLLC, Plevin & Gallucci Company, LPA, Thrasher, Dinsmore & Dolan, LPA, Demer & Marniella, LLC, Scott Elliot Smith, LPA, and Pasternack, Tilker, Ziegler, Walsh, Stanton & Romano, LLP, ("Law Firms").

NOW, THEREFORE, BE IT RESOLVED, that the Board of County Commissioners, in and for Lake County, Ohio, that the Board resolves to join with the Prosecuting Attorney to apply to the Court of Common Pleas for authority to employ Napoli Shkolnik PLLC, Plevin & Gallucci Company, LPA, Thrasher, Dinsmore & Dolan, LPA, Demer & Marniella, LLC, Scott Elliot Smith, LPA, and Pasternack, Tilker, Ziegler, Walsh, Stanton & Romano, LLP, ("Law Firms").

BE IT FURTHER RESOLVED, that the Law Firms shall be paid on a contingency fee basis.

BE IT FURTHER RESOLVED, that Jason Boyd, County Administrator, is hereby authorized to sign the joint application on behalf of Lake County as the County Administrator.

BE IT FURTHER RESOLVED, that the Clerk of the Board is hereby directed to forward certified copies of this resolution to the Lake County Auditor, Lake County Prosecutor's Office, Lake County Budget Director; Lake County Administrator; and to the Lake County Treasurer.

\*\* seconded the resolution and the roll being called upon its adoption, the vote resulted as follows:

"AYES": Commissioners: \*(com)

"NAYS":

Resolution adopted,  
Jennifer Bell, Clerk

CLERK'S CERTIFICATION

I, Jennifer Bell, duly appointed Clerk of the Board of County Commissioners, do hereby certify that this is a true and accurate copy of a resolution adopted by said Board on December 5, 2017, and recorded in the Commissioners' Journal, Volume 2017.

WITNESS my hand this fifth day of December, 2017, in Painesville, Ohio:

\_\_\_\_\_  
Jennifer Bell, Clerk  
Board of Commissioners, in and  
for Lake County, Ohio

The Board of County Commissioners, in and for Lake County, Ohio, met this day in regular session with the following members present:

Commissioners: \*(com)

\* presented the following resolution and moved its adoption.

**RESOLUTION INCREASING APPROPRIATIONS FOR VARIOUS GENERAL AND NON-GENERAL FUND ACCOUNTS**

WHEREAS, the Board of County Commissioners hereby finds and determines that all formal actions relative to the adoption of this resolution were taken in an open meeting of this Board of County Commissioners, and that all the deliberations of this Board of County Commissioners and of its committees, if any, which resulted in formal actions, were taken in meetings open to the public, in full compliance with applicable legal requirements, including Section 121.22 of the Revised Code; and

WHEREAS, it is agreed by the Lake County Auditor, Budget Director and the Board of County Commissioners that this increase in appropriations is necessary for the following accounts:

APPROPRIATIONS INCREASE

11900911-911 ND - TO	\$200,000.00
12600661-633 C - PSM	\$30,000.00
12600761-755 C - OE	\$1,000.00
26001711-703 DK - UT	\$1,800.00
29500661-649 PS - ITS	\$2,000.00
50000761-771 WD - AAF	\$61.90
59900661-649 S - ITS	\$240.00
59900711-703 S - UT	\$450.00
70700511-558 HE - GLI	\$1,000,000.00

NOW, THEREFORE, BE IT RESOLVED, that the Board of County Commissioners, in and for Lake County, Ohio, hereby authorizes the Lake County Auditor to increase appropriations for the above listed accounts, based on the recommendation of the Lake County Auditor, Budget Director and the Board of Lake County Commissioners.

BE IT FURTHER RESOLVED, that the Clerk of the Board is hereby directed to forward certified copies of this resolution to the Lake County Auditor; Lake County Budget Director; Adult Probation; Coroner; J. DiMare; Dog Shelter; Stormwater and Utilities.

\*\* seconded the resolution and the roll being called upon its adoption, the vote resulted as follows:

"AYES": Commissioners: \*(com)

"NAYS":

Resolution adopted,  
Jennifer Bell, Clerk

CLERK'S CERTIFICATION

I, Jennifer Bell, duly appointed Clerk of the Board of County Commissioners, do hereby certify that this is a true and accurate copy of a resolution adopted by said Board on December 5, 2017, and recorded in the Commissioners' Journal, Volume 2017.

WITNESS my hand this fifth day of December, 2017 in Painesville, Ohio.

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Jennifer Bell, Clerk  
Board of Commissioners, in and  
for Lake County, Ohio

The Board of County Commissioners, in and for Lake County, Ohio, met this day in regular session with the following members present:

Commissioners: \*(com)

\*presented the following resolution and moved its adoption.

**RESOLUTION TRANSFERRING CASH AND APPROPRIATIONS WITHIN VARIOUS GENERAL AND NON-GENERAL FUND ACCOUNTS**

WHEREAS, the Board of County Commissioners hereby finds and determines that all formal actions relative to the adoption of this resolution were taken in an open meeting of this Board of County Commissioners, and that all the deliberations of this Board of County Commissioners and of its committees, if any, which resulted in formal actions, were taken in meetings open to the public, in full compliance with applicable legal requirements, including Section 121.22 of the Revised Code; and

WHEREAS, it is agreed by the Lake County Auditor, Budget Director and the Board of County Commissioners that this transfer of cash and appropriations is necessary for the following accounts:

CASH TRANSFER

FROM:

11900911-911 ND - TO	\$200,000.00
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TO:

40600045-451 DR - TI	\$200,000.00
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APPROPRIATIONS TRANSFER

FROM:

03100611-611 SW - OS	\$1,000.00
03100611-619 SW - ME	\$350.00
03100661-649 SW - ITS	\$1,100.00
03100711-693 SW - T	500.00
03100711-721 SW - PC	\$400.00
03100761-752 SW - PD	\$1,500.00
11302611-616 BG - VRS	\$15,000.00
11700511-557 B - HI	\$2,000.00
12501711-655 S - MHF	\$45,000.00
13500511-557 DC - HI	\$20,000.00

TO:

03100511-512 SW - SE	\$750.00
03100511-551 SW - PR	\$1,400.00
03100511-557 SW - HI	\$50.00
03100661-635 SW - CS	\$150.00
03100711-653 SW - AP	\$2,500.00
11302661-635 BG - CS	\$15,000.00
11700661-649 B - ITS	\$2,000.00
12501611-611 S - OS	\$6,000.00
12501611-619 S - ME	\$4,000.00
12501661-635 S - CS	\$30,000.00
12501711-652 S - EU	\$5,000.00
13300661-635 JC - CS	\$5,000.00
13500611-614 DC - FS	\$15,000.00

NOW, THEREFORE, BE IT RESOLVED, that the Board of County Commissioners, in and for Lake County, Ohio, hereby authorizes the Lake County Auditor to transfer cash and appropriations for the above listed accounts, based on the recommendation of the Lake County Auditor, Budget Director and the Board of Lake County Commissioners.

BE IT FURTHER RESOLVED, that the Clerk of the Board is hereby directed to forward certified copies of this resolution to the Lake County Auditor; Lake County Budget Director; B&G; Building Department; Juvenile; Sheriff and Soil & Water.

\*\* seconded the resolution and the roll being called upon its adoption, the vote resulted as follows:

"AYES": \*(com)

"NAYS":

Resolution adopted,  
Jennifer Bell, Clerk

CLERK'S CERTIFICATION

I, Jennifer Bell, duly appointed Clerk of the Board of County Commissioners, do hereby certify that this is a true and accurate copy of a resolution adopted by said Board on December 5, 2017, and recorded in the Commissioners' Journal, Volume 2017.

WITNESS my hand this fifth day of December, 2017, in Painesville, Ohio.

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Jennifer Bell, Clerk  
Board of Commissioners, in and  
for Lake County, Ohio

The Board of County Commissioners, in and for Lake County, Ohio, met this day in regular session with the following members present:

Commissioners: \*(com)

\* presented the following resolution and moved its adoption

**RESOLUTION AMENDING A RESOLUTION ADOPTED OCTOBER 26, 2017 ESTABLISHING A FUND TO BE KNOWN AS CRILE ROAD IMPROVEMENTS WITH VARIOUS REVENUE AND EXPENDITURE LINES**

WHEREAS, the Board of County Commissioners hereby finds and determines that all formal actions relative to the adoption of this resolution were taken in an open meeting of this Board of County Commissioners, and that all the deliberations of this Board of County Commissioners and of its committees, if any, which resulted in formal actions, were taken in meetings open to the public, in full compliance with applicable legal requirements, including Section 121.22 of the Revised Code; and

WHEREAS, it is determined by the Lake County Auditor, Budget Director, and the Board of County Commissioners that it is necessary to establish a fund pursuant to Section 5705.09(F) of the Revised Code with the following revenue and expenditure lines:

REVENUE ACCOUNT

40700040-401 Crile Road Improvements-Investment Earnings  
40700042-424 Crile Road Improvements-Miscellaneous Revenue

EXPENDITURE ACCOUNT

40700661-631 Crile Road Improvements-Professional Services-Consultants  
40700661-635 Crile Road Improvements-Contract Services  
40700811-811 Crile Road Improvements-Contract Projects

NOW, THEREFORE, BE IT RESOLVED, that the Board of County Commissioners, in and for Lake County, Ohio hereby authorizes the Lake County Auditor to establish a fund and with revenue and expenditure lines for the accounts described above based on the recommendation of the Lake County Auditor and the Budget Director.

BE IT FURTHER RESOLVED, that the Clerk of the Board is hereby directed to forward certified copies of this resolution to the Lake County Auditor; to the Budget Director; to the Treasurer; and to the County Engineer.

\*\* seconded the resolution and the roll being called upon its adoption, the vote resulted as follows:

"AYES": Commissioners: \*(com)

"NAYS":

Resolution adopted,  
Jennifer Bell, Clerk

CLERK'S CERTIFICATION

I, Jennifer Bell, duly appointed Clerk of the Board of County Commissioners, do hereby certify that this is a true and accurate copy of a resolution adopted by said Board on December 5, 2017, and recorded in the Commissioners' Journal, Volume 2017.

WITNESS my hand this fifth day of December, 2017, in Painesville, Ohio.

---

Jennifer Bell, Clerk  
Board of Commissioners, in and  
for Lake County, Ohio